

**Amended and Restated**

**ARTICLES OF INCORPORATION  
OF THE  
SPANISH EDUCATION FUND**

Pursuant to the provisions of the Minnesota Statute Section 317A.131, the following amendment to the Articles of Incorporation of the Spanish Education Fund (SEF), a Minnesota non-profit corporation, was approved and adopted pursuant to Minnesota Statutes Chapter 317A. The Articles of Incorporation of the Spanish Education Fund (SEF) are hereby amended and restated in their entirety to read as follows:

The undersigned, being a natural person of full age, for the purpose of forming a nonprofit corporation under the provisions of the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, hereby adopts the following Articles of Incorporation:

**ARTICLE I – NAME**

The name of the Corporation shall be Spanish Education Fund (SEF).

**ARTICLE II – REGISTERED OFFICE**

The Corporation's registered office shall be 10180 Bluff Road, Eden Prairie, MN 55347.

**ARTICLE III – INCORPORATOR**

The name and address of the incorporator is as follows:

*Name: Mike Goergen*

*Address: 6794 Boyd Avenue  
Eden Prairie, MN 55346*

**ARTICLE IV – PURPOSES**

The purposes for which this Corporation is formed are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary, or educational purposes, either

directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

#### ARTICLE V – AUTHORITY

For the above purposes, and not otherwise, this Corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and whether in trust or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the purposes of this Corporation, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers that are consistent with the foregoing purposes and that are afforded to this Corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto.

#### ARTICLE VI – RESTRICTIONS AND LIMITATIONS

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall at all times be subject to the following restrictions:

1. The Corporation shall neither have nor exercise any powers nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or (2) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

2. No part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable Federal, State, or local laws.

3. This Corporation shall not operate for the primary purpose of carrying on a trade or business or any other activity for profit except to the extent said trade or business or other activity for profit is not an “unrelated trade or business” as defined in section 513 of the Code.

4. The Corporation shall distribute for each of its taxable years amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Internal Revenue Code of 1986.

5. The Corporation may not engage in an act of “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986 that would give rise to liability for the tax imposed by Section 4941(a) of the Internal Revenue Code of 1986.

6. The Corporation may not retain “excess business holdings” as defined in Section 4943(c) of the Internal Revenue Code of 1986 that would give rise to liability for the tax imposed by Section 4943(a) of the Internal Revenue Code of 1986.

7. The Corporation may not make investments that would jeopardize the carrying out of the exempt purposes of the Corporation, within the meaning of Section 4944 of the Internal Revenue Code of 1986, so as to give rise to liability for the tax imposed by Section 4944(a) of the Internal Revenue Code of 1986.

8. The Corporation may not make a “taxable expenditure” as defined in Section 4945(d) of the Internal Revenue Code of 1986 that would give rise to liability for the tax imposed by Section 4945(a) of the Internal Revenue Code of 1986.

#### ARTICLE VII – NO PECUNIARY GAIN TO MEMBERS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

#### ARTICLE VIII – DURATION

The duration of the Corporation shall be perpetual.

#### ARTICLE IX – MEMBERSHIP

The conditions, terms and qualifications for membership in the Corporation shall be provided for in the Bylaws.

#### ARTICLE X – DIRECTORS

1. The management of the Corporation shall be vested in a Board of Directors. The number of directors shall be fixed by the Bylaws of the Corporation, and may be altered by amending the Bylaws, but shall never be less than required by law.

2. The term of office of the directors shall be fixed by the Bylaws and may be altered by amending the Bylaws.

3. Any action, other than an action requiring membership approval, may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board of directors at which all directors were present.

4. The first Board of Directors shall consist of the following directors, who shall serve until their successor or successors are otherwise duly elected and qualified or until removed as provided by law or in the Bylaws:

Mike Goergen

John Redmond

Dan Gruenstein

Monica Opalinski

#### ARTICLE XI – CAPITAL STOCK

The Corporation shall have no capital stock.

#### ARTICLE XII – PERSONAL LIABILITY

1. The officers, directors and members of the Corporation shall have no personal liability for corporate obligations.

2. No person who serves without compensation as a director, officer, trustee, member or agent of the Corporation shall be held civilly liable for an act or omission by that person except as otherwise provided under Minnesota Statutes Section 317A.257, which shall be applicable to the fullest extent as it now exists or as it may hereafter be amended.

#### ARTICLE XIII – DISSOLUTION

Upon the liquidation, winding up or dissolution of the Corporation whether voluntary, involuntary or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation in

such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or to the federal, or state or local government for a public purpose, as the Board of Directors may determine.

ARTICLE XIV – AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by a majority of the directors and by a majority of the members with voting rights, if any, at any meeting or meetings duly called for that purpose.

I swear the foregoing is true and accurate and that I have the authority to sign these Amended and Restated Articles of Incorporation on behalf of the Spanish Education Fund (SEF).

Dated: April 9, 2013

By: \_\_\_\_\_

Stacey Stelter, Its Chair